

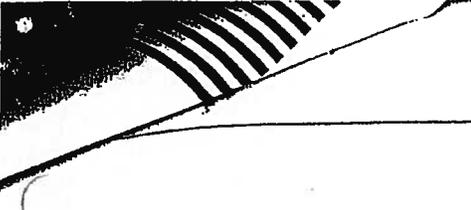


nexeo™
solutions

OFFER OF EMPLOYMENT

EXHIBIT
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EXHIBIT
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Dear Valued Employee,

It is my pleasure to invite you to join Nexeo Solutions, LLC – the new name that Ashland Distribution will operate under as an independent company. We would very much like you to be a part of the new company.

In the following pages, you will find a detailed offer letter and additional information on your conditions of employment. I encourage you to read these documents carefully and ask any questions you have.

But before getting to the details, I also want to tell you about my vision for this company and what I believe you will gain from this experience. Put simply, Nexeo Solutions is going to be a place of ever-expanding opportunity.

Thanks to you and your colleagues, we are launching from a strong foundation. We are already an industry leader – trusted by customers, suppliers and business partners; admired by competitors; supported by our communities. And above all, we are a place where people are valued and treated with respect.

Those core traditions won't change. And importantly, our commitment to safety and compliance will remain a top priority. As we undergo this exciting transition, we cannot let anything distract us from these mainstays of our workplace and our business.

Going forward we are going to be increasingly focused on seizing new opportunities for growth. There are customers across America and around the world that would benefit from doing business with us. And working to meet that demand we can drive tremendous growth – which will benefit every Nexeo Solutions employee.

Achieving that potential will take hard work, creativity and passion. It will also require a willingness on all our parts to embrace the need for change. In today's fast moving economy if you're standing still, then you're already falling behind. In order to make this company strong and secure, we will all need to be prepared to innovate, to push ourselves and to try new approaches to solving old challenges.

Nexeo Solutions is going to be a dynamic place. This is a team that won't rest on its heels. We will strive to be even better, smarter, more efficient, and more professional.

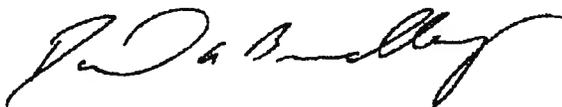
As we meet and exceed those goals, every single one of us will share in the benefits. This is going to be a company where hard work and success are valued, recognized and rewarded, through opportunities for promotion, improved compensation and the chance to have input into the company's direction. I am committed to listening to your feedback and responding to your voice.

This is both an invitation and a challenge. Going forward, you will have ever-more opportunities to shape this company's destiny. That means stepping up to the responsibility of thinking about what's best for the company and having the courage to speak up when you see room for improvement.

I want you to be part of this special enterprise that we will continue to build together. I hope you share my excitement for the future of Nexeo Solutions. You have done great work building this company's foundation. Together, we will take it to the next level.

I look forward to working with you.

Sincerely,



David Bradley

February 17, 2011

Michael A Jordan
~~435 Wintree Lane~~
~~New Lenox, Illinois 60451~~

MICHAEL A. JORDAN
8733 Willow Blvd.
Unit #1D
Willow Springs, IL 60480

Re: Contingent Offer of Employment

Dear Michael:

On behalf of Nexeo Solutions, LLC ("Nexeo Solutions"), it is my pleasure to extend the following offer of employment to you. This offer is contingent upon the successful closing of Nexeo Solutions' purchase of the assets of Ashland Distribution, your remaining employed by Ashland until the closing and your completing our new hire paperwork. It is made under the terms and conditions that follow.

Our goal is to make the transition as smooth as possible. Toward that end, if you accept this offer:

- Your employment with Nexeo Solutions will begin as soon as the sale closes;
- Your position will be the same as your position with Ashland immediately prior to closing;
- Your base rate of pay will be the same as your base rate of pay with Ashland immediately prior to closing;
- You will be eligible for employee benefits under plans and programs that are comparable in the aggregate to plans and programs sponsored by Ashland immediately prior to closing;
- You will be provided more detailed information on the steps that will be taken to enroll you in employee benefits prior to close; and
- Nexeo Solutions will credit your service with Ashland for benefit-related purposes, to the extent such service was recognized under comparable benefit plans and programs sponsored by Ashland.

Nexeo Solutions benefit plans are structured to be similar to those that Ashland provides generally to its employees. A summary of those plans is attached to this letter for your review.

Ashland employment policies will terminate when the sale closes. To the extent reasonably possible under our structure, Nexeo Solutions employment policies will generally mirror those policies. We are not, however, adopting any existing practices that are inconsistent with the express terms of our policies. If you wish to review the policies that we have prepared to date, you can obtain them by contacting the HR Service Center. Once an internal website is established, we will post our policies there.

We are aware that you have union representation as an employee of Ashland. As we discussed with your business agent earlier this week, before Nexeo Solutions can recognize the union as your representative, there is a technical legal requirement that has to be satisfied. The requirement is that a majority of our employees in the unit in which you work come from the current Ashland bargaining unit.

Michael Jordan continued

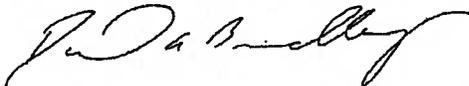
Accordingly, once we know that a majority of employees from the Ashland bargaining unit has accepted our offer, we will be able to immediately recognize the union as your representative. Once recognition is secured, Nexeo Solutions will also be able to begin contract negotiations with the union.

In extending this offer to you, we think you should know that Nexeo Solutions has not agreed to assume any of Ashland's collective bargaining agreements. We have also chosen not to adopt, as initial terms and conditions of employment, any of the provisions contained in any current or expired collective bargaining agreement to which Ashland is a party. Among other things, what that means is that if you accept this offer, you will not, when you become a Nexeo Solutions employee, participate in either the multi-employer pension plan or the multi-employer health and welfare plan in which you participate as an Ashland employee. Instead, you will be covered at the outset of your employment by Nexeo Solutions' 401(k) and group health plans.

To accept this offer, it is necessary for you to sign the original copy of this letter and return it to us in the enclosed envelope. While it is our hope that you respond as soon as possible, we will hold this offer open to you for 10 days from the date of this letter.

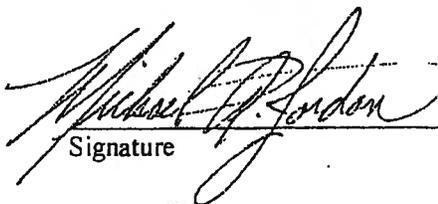
We hope that you and all of your coworkers accept our offer of employment. We look forward to your bringing your skills and experience to our team, and beginning what we hope will be a long and rewarding relationship.

Very truly yours,



David Bradley
CEO Nexeo Solutions, LLC

I accept this contingent offer of employment under the terms and conditions set forth above.

 UNDER PROTEST
Signature

2-24-11
Date

Your New Benefits at a Glance

At Nexeo Solutions, LLC, we remain committed to providing the coverage and support necessary to protect the health and overall well-being of our employees and their families.

Medical Coverage

- ✓ Anthem HSA 1500 with optional Health Savings Account (HSA)
- ✓ HSA - If you enroll in the HSA 1500 medical plan, you can establish an HSA and contribute pre-tax pay to build savings for future health care costs - including retiree health care costs
- ✓ Healthy Rewards - Nexeo Solutions adds to your HSA if you participate in the Healthy Rewards program. You can earn up to \$850 in Healthy Rewards from Nexeo Solutions (up to \$1,700 for you and your covered spouse or domestic partner) when you complete certain requirements (Note: You will be eligible to receive Healthy Rewards to the extent you have not already earned them at Ashland)

Flexible Spending Accounts (FSA)

- ✓ Health Care FSA
- ✓ Dependent Care FSA (day care for your dependents while you work)

Dental Coverage

- ✓ Basic Dental Plan
- ✓ Enhanced Dental Plan

Vision Coverage

- ✓ EyeMed Vision Cost-Assistance Plan

Life Insurance

- ✓ The company provides coverage for you in the amount of two times pay (\$500,000 maximum)
- ✓ Buy supplemental coverage for you up to eight times pay (\$1,200,000 maximum)
- ✓ Buy coverage for your spouse or domestic partner up to \$100,000
- ✓ Buy coverage for your child(ren) up to \$10,000

Basic and Voluntary Accidental Death & Dismemberment (AD&D) Insurance

- ✓ The company provides coverage for you in the amount of two times pay (\$500,000 maximum)
- ✓ Buy additional coverage up to \$500,000 (maximum of 10 times pay)
- ✓ Buy coverage for you and your family

Long-Term Disability (LTD) coverage

- ✓ The company covers you for 50% of pay
- ✓ Buy supplemental LTD coverage to cover an additional 10%

Vacation pay

- ✓ The vacation policy will be identical to the current Ashland policy
- ✓ Buy or sell up to 5 vacation days
- ✓ Initial Nexeo Solutions account balances will match what you had at Ashland*

Sick pay

- ✓ The sick pay policy will be identical to the current Ashland policy
- ✓ Initial Nexeo Solutions account balances will match what you had at Ashland*

Holidays

- ✓ The holiday policy will be identical to the current Ashland policy
- ✓ Initial Nexeo Solutions floating holiday account balances will match what you had at Ashland*

Adoption Assistance Program

- ✓ Nexeo Solutions will provide the same level of benefit as Ashland's current adoption assistance program

Additional benefit options

- ✓ Auto and home insurance will be available

Retirement

- ✓ Matching contributions of \$1 for each \$1 you contribute to the Employee Savings Plan up to 4% of pay - company contributions begin after one year of service**
- ✓ Company Performance Contribution up to 4% of pay annually
- ✓ Company contributions to the Employees Savings Plan based on years of service:

YEARS OF SERVICE	CONTRIBUTION
1-10 years	1.5%
11-20 years	3.0%
21+ years	4.5%

- ✓ Transition contributions to the Employee Savings Plan if you are 40 or older on January 1, 2011, and hired prior to January 1, 2010, of:

AGE AT 1/1/2011	CONTRIBUTION
40-44 years	2.0%
45-49 years	3.0%
50-54 years	4.0%
55+ years	5.0%

This is a summary of the benefits currently offered by Nexeo Solutions. You will be eligible to participate in these benefits on the first day of your employment.

*Initial Nexeo Solutions account balances will match what you had at Ashland at the time your employment with Ashland ends.

**Nexeo Solutions will credit your service with Ashland for this program.

If you have questions about your benefits or
need additional information, don't hesitate to contact the
HR Service Center at 800-782-4669.

ATTENTION: AMY MESCHER

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